

UCC FINANCING STATEMENT
 FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (reverse)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

DELAWARE DEPARTMENT OF STATE
 U.C.C. FILING SECTION
 FILED 05:13 PM 06/06/2004
 INITIAL FILING # 2006 19525

SRV: 080671947

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (1a to 1b) - do not abbreviate or initial names

1a. ORGANIZATION NAME

GMAC Mortgage, LLC

OR: INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

1b. MAILING ADDRESS

1100 Virginia Drive

CITY

STATE

POSTAL CODE

COUNTRY

1c. ZIP OR POSTAL CODE

15034-3200

Fort Washington

PA

USA

1d. ZIP OR POSTAL CODE

15034-3200

TYPE OF ORGANIZATION

ORGANIZATION IS A Corp

STATE

POSTAL CODE

COUNTRY

1e. ZIP OR POSTAL CODE

15034-3200

ORGANIZATION IS A Corp

STATE

POSTAL CODE

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1f. ZIP OR POSTAL CODE

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DELAWARE DEPARTMENT OF ST.
U.C.C. FILING SECTION
FILED 05:13 PM 06/06/2000
INITIAL FILING # 2000 1932

SRV: 080671949

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS CAREFULLY

A. NAMES & PHONES OF CONTACT AT FIRM

8. BAND ACTIVITIES/EDUCATION FOR: (Name and Address)

THE ABOVE SPACE IS FOR FILE OFFICE USE ONLY.

1. DEBTOR'S EXACT FULL, LEGAL NAME - insert only up to 40 characters max (do not use all caps or punctuation symbols)				
OR 2. INDIVIDUAL'S LAST NAME				
Residential Capital, LLC				
3. MAILING ADDRESS		4. CITY/STATE	5. ZIP/POSTAL CODE	6. COUNTRY
One Marquette Crossing, Suite 108		CHY Minneapolis	MINN 55423-3840	USA
7. MEDIUM OF COMMUNICATION		8. TYPE OF ORGANIZATION		
EMAIL		ORGANIZATION'S STATE, ZIP		
DEBTOR		LLC	DELAWARE	
9. ADDITIONAL DEBTOR'S EXACT FULL, LEGAL NAME - insert only up to 40 characters max (do not use all caps or punctuation symbols)				
OR 10. INDIVIDUAL'S LAST NAME				
11. MAILING ADDRESS		12. CITY/STATE	13. ZIP/POSTAL CODE	14. COUNTRY
15. MEDIUM OF COMMUNICATION		16. TYPE OF ORGANIZATION		
EMAIL, FAX, etc.		ORGANIZATION'S STATE, ZIP		
17. SECURED PARTY'S NAME - insert only up to 40 characters max (do not use all caps or punctuation symbols)				
OR 18. INDIVIDUAL'S LAST NAME				
Wells Fargo Bank, N.A., as Second Priority Collateral Agent				
19. MAILING ADDRESS		20. CITY/STATE	21. ZIP/POSTAL CODE	22. COUNTRY
638 Marquette Avenue Minneapolis, MN 55411-1200		CHY Minneapolis	MINN 55479	USA

All assets of the debtor now owned or hereafter acquired and wherever located.

PLANS OFFICE COPY - NATIONAL UCC FINANCING STATEMENT (FORM UCC1) (REV. 07/2000)

00029351

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY
 A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SIGN AND ACKNOWLEDGE(MI/ND TO: (Name and Address)

DELAWARE DEPARTMENT OF STATE
 U.C.C. FILING SECTION
 FILED 05:13 PM 06/06/2008
 INITIAL FILING # 2008 19524

SRV: 080671953

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - (must only use business name (if any) - do not substitute or combine names)

(a) ORGANIZATION NAME

GMAC Residential Holding Company, LLC

OR (b) INDIVIDUAL NAME

16. MAILING ADDRESS
 3888 Howard Hughes Parkway, Suite 200

CITY

Las Vegas

STATE

NV

POSTAL CODE

89168

COUNTRY

USA

18. MAILING ADDRESS (if a type of organization)
 ORGANIZATION
 GMAC Residential Holding Company, LLC

19. ORGANIZATION TYPE
 CORPORATION

20. ORGANIZATION STATE

DELAWARE

HOME

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - (must only use business name (if any) - do not substitute or combine names)

(a) ORGANIZATION NAME

OR (b) INDIVIDUAL NAME

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UCC FINANCING STATEMENT FOLLOW INSTRUCTIONS (INSTRUCTIONS ARE ON BACK) CAREFULLY A. NAME & PHONE OF CONTACT AT FILER (updated)		DELAWARE DEPARTMENT OF STATE U.C.C. FILING SECTION FILED 09:13 PM 06/06/2006 INITIAL FILING # 2006 19520			
B. DEBTOR'S NAME (Name and Address)		SRV: 080871951			
THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY					
1. DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (100 or 200 - do not repeat or combine names) IN DELAWARE OR ORGANIZATION NAME GMAC-RFC Holding Company, LLC OR INDIVIDUAL'S LAST NAME One Meridian Crossings, Suite 100					
2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (200 or 300 - do not combine or combine names) IN DELAWARE OR INDIVIDUAL'S LAST NAME LLC		3. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (200 or 300 - do not combine or combine names) IN DELAWARE OR INDIVIDUAL'S LAST NAME LLC		4. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (200 or 300 - do not combine or combine names) IN DELAWARE OR INDIVIDUAL'S LAST NAME LLC	
5. SECURED PARTY'S NAME (or name in UCC-1 Amendment or UCC-3) - Insert only one secured party name (200 or 300) IN DELAWARE OR Wells Fargo Bank, N.A., as Second Priority Collateral Agent 		6. ADDITIONAL SECURED PARTY'S NAME IN DELAWARE 610 Minnesota Avenue Minneapolis 			
7. THE FINANCING STATEMENT covers the following collateral: All assets of the debtor now owned or hereafter acquired and wherever located.					
8. AS TRANSMISSION DETERMINATION (to appear on the filing)					
U.S. MAIL		COMPUTER TRANSMISSION		MAIL/EMAIL	
<input type="checkbox"/> THIS FINANCING STATEMENT IS TO BE USED FOR FILING AND MAILED/EMAILLED.		<input type="checkbox"/> THIS IS A SECURITY SEARCH REQUESTED BY FILER		<input type="checkbox"/> DELLASIGN	
<input type="checkbox"/> OPTIONAL FORM FOR RECORDING DATA		<input type="checkbox"/> AMENDMENT		<input type="checkbox"/> AMENDMENT	
9. DELAWARE SECRETARY OF STATE					
730872/4A					

DELAWARE DEPARTMENT OF STATE
U.C.C. FILING SECTION
FILED 05:10 PM 06/06/2008
INITIAL FILING # 2008 19524

SNV: 080671966

UCC FINANCING STATEMENT

FOLLOW-UP INFORMATION (check and hand CARMICHAEL)
A. NAME & PHONE OF CONTACT AT FILER (Indicate)

1. **EMPLOYMENT AGREEMENT FOR (Name and Address)**

THE ABOVE SPACE IS FOR PUBLISHING USE ONLY.

1. DEBTOR'S EXACT FULL LEGAL NAME - Enter only the debtor name (as of 10/1/07) as it appears on the original documents				
1a. DEBTOR'S BUSINESS NAME				
RPC Asset Holdings II, LLC				
OR	1b. INDIVIDUAL'S LAST NAME	1c. FIRST NAME	1d. MIDDLE NAME	1e. SUFFIX
1b. INDIVIDUAL'S ADDRESS				
3983 Howard Hughes Parkway, Suite 250				
1c. CITY				
Las Vegas				
1d. STATE				
NV 89100				
1e. COUNTRY				
USA				
1f. DATE OF BIRTH				
10/01/1967				
1g. TYPE OF ORGANIZATION				
1h. NAME OF ORGANIZATION				
1i. ORGANIZATION'S SUFFIX				
1j. DEBTOR				
LLC				
1k. STATE OF ORIGIN				
DELAWARE				
1l. COUNTRY OF ORIGIN				
US, DEPARTMENT OF COMMERCE, US G. Corp.				
2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Enter only the debtor name (as of 10/1/07) as it appears on the original documents				
2a. DEBTOR'S BUSINESS NAME				
OR	2b. INDIVIDUAL'S LAST NAME	2c. FIRST NAME	2d. MIDDLE NAME	2e. SUFFIX
2b. INDIVIDUAL'S ADDRESS				
2c. CITY				
2d. STATE				
2e. COUNTRY				
2f. DATE OF BIRTH				
2g. TYPE OF ORGANIZATION				
2h. NAME OF ORGANIZATION				
2i. ORGANIZATION'S SUFFIX				
2j. DEBTOR				
2k. STATE OF ORIGIN				
2l. COUNTRY OF ORIGIN				
3. SECURED PARTY'S EXACT FULL NAME OR NAME OF TRUST, ASSOCIATION OR PARTNERSHIP (S) - Enter only one secured party name (Enter 26)				
3a. SECURED PARTY'S BUSINESS NAME				
Wells Fargo Bank, N.A., as Second Priority Collateral Agent				
OR	3b. INDIVIDUAL'S LAST NAME	3c. FIRST NAME	3d. MIDDLE NAME	3e. SUFFIX
3b. INDIVIDUAL'S ADDRESS				
425 Marquette Avenue				
Minneapolis				
3c. CITY				
MN 55478				
3d. STATE				
3e. COUNTRY				
USA				

See Exhibit A attached hereto, which is made a part hereof.

Delaware Secretary of State

73081144

FILED OFFICE COPY - NATIONAL UCC FINANCING STATEMENT (FORM UCC1) (REV. 07/2000)

00029365

UCC FINANCING STATEMENT

ALL INFORMATION (Item and Code) CAREFULLY
A NAME & PHONE OF CONTACT AT FILER (optional)

OR SEND ACKNOWLEDGMENT TO: (Name and Address)

DELAWARE DEPARTMENT OF STATE
 U.C.C. FILING SECTION
 FILED 06:23 PM 06/06/2008
 INITIAL FILING # 2008 195424

SRV: 080672392

THE ABOVE SPACE IS FOR FILEING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (Item 1a) - do not list names of multiple persons

1a. ORGANIZATION NAME

Residential Funding Company, LLC

OR 1b. INDIVIDUAL'S LAST NAME

1c. MAILING ADDRESS
 One Meridian Crossings, Suite 100

STATE NAME

ZIP/POSTAL CODE

COUNTRY

CITY

STATE

USA

1d. MAILING ADDRESS
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1br. MAILING ADDRESS
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1bu. MAILING ADDRESS
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1cn. MAILING ADDRESS
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 1cp. MAILING ADDRESS

STATE NAME

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CITY

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UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (Read and Sign) CAREFULLY

A. NAME & ADDRESS OF CONTACT AT FILER (Name)

B. SIGN ACKNOWLEDGMENT TO: (Name and Address)

DEPARTMENT OF STATE
 U.C.C. FILING SECTION
 FILED 06:24 PM 06/06/2008
 INITIAL FILING # 2008 195426

SRV: 080672398

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - (Read only one debtor name (a or b) - do not combine or combine names)

(a) INDIVIDUAL'S NAME

GMAC Mortgage, LLC

(b) INDIVIDUAL'S NAME

1100 Virginia Drive

TELEPHONE NUMBER

1-800-397-5766

TELEFAX NUMBER

1-800-397-5766

TELETYPE NUMBER

1-800-397-5766

TELEFAX NUMBER

[REDACTED]

UCC FINANCING STATEMENT
 FOLLOW INSTRUCTIONS (FORM AND EIN) CAREFULLY
 A. NAME & PHONE OF CONTACT AT PLANT (applies)

B. SERIALIZED ACKNOWLEDGMENT TO: (Name and Address)

C. [REDACTED]

D. [REDACTED]

E. [REDACTED]

F. [REDACTED]

G. [REDACTED]

H. [REDACTED]

I. [REDACTED]

J. [REDACTED]

K. [REDACTED]

L. [REDACTED]

M. [REDACTED]

N. [REDACTED]

O. [REDACTED]

P. [REDACTED]

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

DELAWARE DEPARTMENT OF STATE
 U.C.C. FILING SECTION
 FILED 06:24 PM 06/06/2008
 INITIAL FILING # 2008 1954294

SKN: 080672414

1. DEBTOR'S EXACT FULL LEGAL NAME - must only use either name or the - do not intersperse or combine names
 (a) ORGANIZATION NAME
Residential Capital, LLC
 OR
 (b) INDIVIDUAL'S LAST NAME

1a. NAME & ADDRESS One Meridian Crossing, Suite 108	1b. FIRST NAME Minneapolis	1c. MIDDLE NAME STATE	1d. ZIP/POSTAL CODE MIN 55423-3840	1e. COUNTRY USA
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2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - must only use either name or the - do not intersperse or combine names
 (a) ORGANIZATION NAME
 OR
 (b) INDIVIDUAL'S LAST NAME

2a. NAME & ADDRESS 1000 University Avenue	2b. FIRST NAME STATE	2c. MIDDLE NAME POSTAL CODE	2d. COUNTRY ZIP
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3. SECURED PARTY'S NAME (or name of FILER, APPROVING or APPROVING BODY - must only use either name or the name of the
 (a) ORGANIZATION NAME
Wells Fargo Bank, N.A., as Third Priority Collateral Agent
 OR
 (b) INDIVIDUAL'S LAST NAME

3a. NAME & ADDRESS 525 Marquette Avenue 19311-110	3b. FIRST NAME Minneapolis	3c. MIDDLE NAME STATE	3d. ZIP/POSTAL CODE MIN 55470	3e. COUNTRY USA
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4. THE FINANCING STATEMENT covers the following collateral

All assets of the debtor now owned or hereafter acquired and wherever located.

5. AUTHORITY INFORMATION (if applicable) LENDER/RELEASER ORIGINATOR/EXCHANGER DAI LENDER SELLER/BUYER AS LENDER NON-UCC FINING
 6. FINANCIAL STATEMENT (if applicable) AS TOTAL AS CASH INVESTMENT SEARCH REPORT/STATEMENT AS LENDER AS Originator AS Buyer AS CASH INVESTOR AS CASH INVESTMENT AS Originator AS Buyer
 7. ESTATE INFORMATION AS CASH INVESTMENT AS CASH INVESTMENT AS LENDER AS Originator AS Buyer
 8. OPTIONAL FINANCIAL STATEMENT

Delaware Secretary of State

730581/4A

FILING OFFICE COPY - NATIONAL UCC FINANCING STATEMENT (FORM UCC1) (REV 07/29/98)

00029873

1000 University Avenue
 Minneapolis, MN 55470

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (Read and Initial) CAREFULLY
A. NAME & PHONE OF CONTACT AT FILER (Spouse)

B. REPO AGREEMENT DOCUMENT TO (Name and Address)

**DELAWARE DEPARTMENT OF STATE
 U.C.C. FILING SECTION
 FILED 06:24 PM 06/06/2008
 INITIAL FILING # 2008 19544**

SRV: 080672424

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. CREDITOR'S EXACT FULL LEGAL NAME - Initials only are not names (Do or Do Not) - do not initials or combined names

(Do or Do Not) Initials

GMAC-RFC Holding Company, LLC

OR THE TRADE NAME

**TELEPHONE NUMBER
 One Meridian Crossing, Suite 100**

STATE NAME

POSTAL CODE

COUNTRY

CITY

MN

USA

12. DEBTOR/DEBTORS (Do or Do Not) Initials

13. TYPE OF ORGANIZATION

14. SUBSIDIARY OF ORGANIZATION

15. ORGANIZATION IS A FIRM

**ORGANIZATION
 DEBTOR**

LLC

DELAWARE

NO

16. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Initials only are not names (Do or Do Not) - do not initials or combined names

(Do or Do Not) Initials

17. INDIVIDUAL'S LAST NAME

STATE NAME

POSTAL CODE

COUNTRY

CITY

55405

USA

18. ADDITIONAL INDIVIDUAL'S LAST NAME

19. TYPE OF ORGANIZATION

20. SUBSIDIARY OF ORGANIZATION

21. ORGANIZATION IS A FIRM

**ORGANIZATION
 DEBTOR**

**UNINCORPORATED
 BUSINESS**

NO

NO

22. SECURED PARTY'S NAME (Do or Do Not) Initials of ATTORNEY IN FACT - Initials only are not names (Do or Do Not)

(Do or Do Not) Initials

Wells Fargo Bank, N.A., as Third Priority Collateral Agent

OR THE TRADE NAME

23. SECURED PARTY'S ADDRESS

STATE NAME

POSTAL CODE

COUNTRY

CITY

55479

USA

24. THIS FINANCING STATEMENT IS FOR THE FOLLOWING PURPOSES

All assets of the debtor now owned or hereafter acquired and wherever located.

3. AN ATTACHED OR SUBMITTED STATEMENT

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UCC FINANCING STATEMENT		DELAWARE DEPARTMENT OF STATE U.C.C. FILING SECTION FILED 06:24 PM 06/06/2008 INITIAL FILING # 2008 193441				
FOLLOW INSTRUCTIONS (red and bold) CAREFULLY						
A. NAME & PHONE OF CONTACT AT FILER (optional)						
B. 2ND ND ACKNOWLEDGMENT TO: (Name and Address)		SRV: 080672420				
THE ABOVE SPACE IS FOR PLENE OFFICE USE ONLY						
1. DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (1a or 1b) - do not abbreviate or provide initials						
1a. ORGANIZATION NAME		1b. INDIVIDUAL'S LAST NAME		1c. ADDRESS		1d. PHONE
Homecomings Financial, LLC		Minnepolita		STATE MINN	POSTAL CODE 55423	COUNTRY USA
1e. MAILING ADDRESS One Meridian Crossings, Suite 100		CITY				
1f. SECURED PARTY'S EXACT FULL LEGAL NAME - Insert only one debtor name (2a or 2b) - do not abbreviate or provide initials		2b. INDIVIDUAL'S LAST NAME		2c. ADDRESS		2d. PHONE
2a. ORGANIZATION NAME		2b. INDIVIDUAL'S LAST NAME		2c. ADDRESS		2d. PHONE
2e. MAILING ADDRESS		CITY		STATE	POSTAL CODE	COUNTRY
2f. SECURED PARTY'S EXACT FULL LEGAL NAME - Insert only one debtor name (2a or 2b)		2g. INDIVIDUAL'S LAST NAME		2h. ADDRESS		2i. PHONE
2a. ORGANIZATION NAME		2b. INDIVIDUAL'S LAST NAME		2c. ADDRESS		2d. PHONE
2e. MAILING ADDRESS 620 Marquette Avenue Minneapolis, MN 55419		CITY Minneapolis		STATE MINN	POSTAL CODE 55478	COUNTRY USA
4. THE FILER MUST SIGN THE FOLLOWING STATEMENT						
All assets of the debtor now owned or hereafter acquired and wherever located.						
5. ALTERNATIVE SIGNATURE IF APPROPRIATE		6. STATE SIGNATURE	7. COMPARATIVE SIGNATURE	8. NAME/ALIAS	9. DATE SIGNED	10. FILED
U. S. STATE, DISTRICT, TERRITORY, OR OTHER JURISDICTION (2a OR 2b)		7. STATE OF AUTHORITY (2b)	8. NAME/ALIAS	9. DATE SIGNED	10. FILED	11. FILED C/P/REG
I. STATE, DISTRICT, TERRITORY, OR OTHER JURISDICTION (2a OR 2b)		7. STATE OF AUTHORITY (2b)	8. NAME/ALIAS	9. DATE SIGNED	10. FILED	11. FILED C/P/REG
8. OPTIONAL FILER OR SERVICE DATA						
Delaware Secretary of State		730577/4A				
FILING OFFICE COPY - NATIONAL UCC FINANCING STATEMENT (FORM UCC1) (REV. 07/28/00)						
00029874						

UCC FINANCING STATEMENT		DELAWARE DEPARTMENT U.C.C. FILING FILED 06/23 PM INITIAL FILING		
1. FOLLOW INSTRUCTIONS (PRINT OR TYPE CAREFULLY)				
A. NAME & PHONE OF CONTACT AT filer (if known)				
B. NAME ACKNOWLEDGMENT (Type or Print)		SRV: 0806		
THE ABOVE SPACE IS FOR FILING OF PICS USE ONLY				
1. DEBTOR'S EXACT FULL LEGAL NAME - (must only use debtor name (f/a or dba) - do not add business or company names) 14. TRADE NAMES				
RFC Asset Holdings II, LLC OR INDIVIDUAL'S LAST NAME		FIRST NAME		LAST NAME
12. MAILING ADDRESS 3983 Howard Hughes Parkway, Suite 230		CITY Las Vegas		STATE NV ZIP/POSTAL CODE 89168 COUNTRY USA
13. ORGANIZATION ORGANIZATION NAME CITIES LLC		14. BUSINESS/TITLE OF ORGANIZATION DELAWARE		15. ORGANIZATION FORM (if 14 not applicable)
2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - (must only use debtor name (f/a or dba) - do not add business or company names) 16. DEBTOR'S LAST NAME				
18. MAILING ADDRESS		FIRST NAME		LAST NAME
19. FDC INSTRUMENTS ORGANIZATION NAME CITIES		CITY Minneapolis		STATE MN ZIP/POSTAL CODE 55476 COUNTRY USA
3. SECURED PARTY'S NAME OR NAME OF FIRM, AGENCY OR ASSOCIATION (if known) and last known address (if not known) 15. ORGANIZATION NAME Wells Fargo Bank, N.A., as Third Priority Collateral Agent				
16. INDIVIDUAL OR FIRM NAME		FIRST NAME		LAST NAME
18. MAILING ADDRESS 628 Marquette Avenue Minneapolis, MN 55476		CITY Minneapolis		STATE MN ZIP/POSTAL CODE 55476 COUNTRY USA

See Exhibit A attached hereto, which is made a part hereof.

3. ALTERNATIVE OF INFORMATION IF applicable	116201 (10000)	COPIES OF INFORMATION	1000000000	SILVER/WHITE	NO SIGN	NON-CCCP/PRINT
4. THE FILING OFFICE STATEMENT AS TO THE USE OF INFORMATION RECEIVED	1. WHICH IS SUBJECT TO SEARCH BY THE STATE OF DELAWARE 2. WHICH IS SUBJECT TO SEARCH BY THE STATE OF DELAWARE 3. WHICH IS SUBJECT TO SEARCH BY THE STATE OF DELAWARE	1. WHICH IS SUBJECT TO SEARCH BY THE STATE OF DELAWARE 2. WHICH IS SUBJECT TO SEARCH BY THE STATE OF DELAWARE 3. WHICH IS SUBJECT TO SEARCH BY THE STATE OF DELAWARE	1. WHICH IS SUBJECT TO SEARCH BY THE STATE OF DELAWARE 2. WHICH IS SUBJECT TO SEARCH BY THE STATE OF DELAWARE 3. WHICH IS SUBJECT TO SEARCH BY THE STATE OF DELAWARE	1. WHICH IS SUBJECT TO SEARCH BY THE STATE OF DELAWARE 2. WHICH IS SUBJECT TO SEARCH BY THE STATE OF DELAWARE 3. WHICH IS SUBJECT TO SEARCH BY THE STATE OF DELAWARE	1. WHICH IS SUBJECT TO SEARCH BY THE STATE OF DELAWARE 2. WHICH IS SUBJECT TO SEARCH BY THE STATE OF DELAWARE 3. WHICH IS SUBJECT TO SEARCH BY THE STATE OF DELAWARE	1. WHICH IS SUBJECT TO SEARCH BY THE STATE OF DELAWARE 2. WHICH IS SUBJECT TO SEARCH BY THE STATE OF DELAWARE 3. WHICH IS SUBJECT TO SEARCH BY THE STATE OF DELAWARE
5. FILING OFFICE COPY NUMBER	116201	6. FILING OFFICE COPY NUMBER	116201	7. FILING OFFICE COPY NUMBER	116201	8. FILING OFFICE COPY NUMBER

See Exhibit A attached hereto, which is made a part hereof.

00029881

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS CAREFULLY
 (1) NAME & PHONE OF CONTACT AT FILER (optional)

(2) BORROWER'S ADDRESS (or Phone and Address)

Please Return to Michael Nolan
CTCORPORATION
 A WoltersKluwer Company
 208 South LaSalle Suite 814
 Chicago, IL 60604

DEPARTMENT OF STATE
 U.C.C. FILINGS SECTION
 FILED 05:40 PM 01/08/2010
 INITIAL FILING # 2010 0075741

SRN: 100023796

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtors name (See 10 - description of organization)

(1a) ORGANIZATION NAME

ON Residential Funding Company, LLC

NAME

ORGANIZATION

STATE

POSTAL CODE

COUNTRY

(1b) MAILING ADDRESS

One Meridian Crossing, Suite 100
 ADDRESS (1c) TYPE OF ORGANIZATION
 ORGANIZATION NAME

CITY

STATE

MN 55423-3940

USA

(1d) ADDITIONAL INFORMATION

ADDRESS (1e) TYPE OF ORGANIZATION
 ORGANIZATION NAME

NAME

ORGANIZATION

STATE

POSTAL CODE

COUNTRY

Ind. liability company | Delaware

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (See 10 - description of organization)

(2a) ORGANIZATION NAME

ON Michael Nolan

NAME

ORGANIZATION

STATE

POSTAL CODE

COUNTRY

(2b) MAILING ADDRESS

ON Michael Nolan

CITY

STATE

MN 55423-3940

USA

(2c) ADDITIONAL INFORMATION

ADDRESS (2d) TYPE OF ORGANIZATION
 ORGANIZATION NAME

NAME

ORGANIZATION

STATE

POSTAL CODE

COUNTRY

Ind. liability company | Michael Nolan

3. SECURED PARTY'S NAME (DO NOT INCLUDE ADDRESS, ZIP, CITY, STATE, OR COUNTRY)

(3a) ORGANIZATION NAME

ON Wells Fargo Bank, N.A. as Collateral Control Agent

NAME

ORGANIZATION

STATE

POSTAL CODE

COUNTRY

(3b) MAILING ADDRESS

ON Michael Nolan

CITY

STATE

NY 10006

USA

4. THIS FINANCING STATEMENT COVERS THE FOLLOWING ADDRESS

All assets of the Debtor, whether now owned or hereafter acquired.

A purchase of or security interest in any collateral described in this Financing Statement will violate the rights of the Secured Party.

5. ALTERNATIVE CONVENTION (check one) CONVENTIONAL CONVENTIONAL
 6. I HEREBY CERTIFY THAT I HAVE READ THE UCC FINANCING STATEMENT AND THAT IT IS AN ACCURATE STATEMENT OF THE INFORMATION CONTAINED THEREIN. I HAVE READ THE UCC FINANCING STATEMENT AND THAT IT IS AN ACCURATE STATEMENT OF THE INFORMATION CONTAINED THEREIN. I HAVE READ THE UCC FINANCING STATEMENT AND THAT IT IS AN ACCURATE STATEMENT OF THE INFORMATION CONTAINED THEREIN.

7. FILED WITH STATE OF Delaware

5264242

08048307-381

7144364-10-014N

FILING OFFICE COPY — UCC FINANCING STATEMENT (FORM UCC1) (REV. 08/2000)

2010-0075741-00023796

UCC FINANCING STATEMENT			
FOLLOW INSTRUCTIONS (front and back) CAREFULLY			
A. NAME & PHONE OF CONTACT AT FILER (optional)			
B. SECURED ACKNOWLEDGMENT TO (Name and Address)			
<input checked="" type="checkbox"/> Please Return to Michele Nolan, CTCORPORATION A WoltersKluwer Company 206 South LaSalle Suite 614 Chicago, IL 60604			
SIR#:			
THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY			
1. DEBTOR'S EXACT FULL LEGAL NAME - Print only (use dashes (not -) to separate names)			
OR 2a. ORGANIZATION NAME			
GMC Mortgagors, LLC			
2b. BUSINESS ADDRESS			
1100 Virginia Drive			
2c. CITY, STATE & ZIP CODE			
Port Washington PA 19034-3200			
2d. COUNTRY			
USA			
2e. ORGANIZATION TYPE			
/ Inc. / liability company / Delaware <input type="checkbox"/> None			
2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Print only (use dashes (not -) to separate names)			
OR 2a. ORGANIZATION NAME			
3. SECURED PARTY'S EXACT FULL LEGAL NAME			
OR 3a. ORGANIZATION NAME			
Wells Fargo Bank, N.A. as Collateral Control Agent			
3b. BUSINESS ADDRESS			
43 Broadway, 14th Floor			
3c. CITY, STATE & ZIP CODE			
New York NY 10006			
3d. COUNTRY			
USA			

All books of the Doctor, whether now owned or hereafter acquired.

A purchase of or security interest in any collateral described in this Financing Statement will violate the rights of the Secured Party.

File with **Sec. of State of Delaware** 5264244 08048307-382 7744366-50-03 M/W
FILED OFFICE COPY -- UCC FINANCING STATEMENT (FORM UCC1) (REV. 08/2002)

UCC FINANCING STATEMENT			
FOLLOW INSTRUCTIONS (INSTRUCTIONS ARE ON BACK CAREFULLY)			
A. NAME & ADDRESS OF CONSTANT AV FILER (optional)			
B. BEND ACKNOWLEDGMENT FOR (Name and Address)			
<input type="checkbox"/> Please Return to Michele Noten CTCORPORATION A WoltersKluwer Company 200 South LaSalle Suite 514 Chicago, IL 60604			
THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY			
1. DEBTOR'S (DO NOT FULL LEGAL NAME) - (maximum 30 characters) (see Rule 15-4.2 for additional information)			
<input type="checkbox"/> ORGANIZATION NAME Residential Capital, LLC OR <input type="checkbox"/> INDIVIDUAL'S LAST NAME			
FIRST NAME <input type="checkbox"/> MIDDLE NAME <input type="checkbox"/> SUFFIX CITY <input type="checkbox"/> STATE <input type="checkbox"/> POSTAL CODE <input type="checkbox"/> COUNTRY			
14. MAILING ADDRESS <input type="checkbox"/> CITY <input type="checkbox"/> STATE <input type="checkbox"/> POSTAL CODE <input type="checkbox"/> COUNTRY One Meridian Crossing, Suite 100 ADDRESS INFORMATION <input type="checkbox"/> TYPE OF ORGANIZATION <input type="checkbox"/> JURISDICTION OF ORGANIZATION COMPANY <input type="checkbox"/> INDIVIDUAL <input type="checkbox"/> RD. LIABILITY COMPANY <input type="checkbox"/> DELAWARE <input type="checkbox"/> CANADA <input type="checkbox"/> USA <input type="checkbox"/> MEXICO			
2. ADDITIONAL DEBTOR'S (DO NOT FULL LEGAL NAME) - (read only from information (13 or 15) - do not duplicate or combine entries)			
<input type="checkbox"/> ORGANIZATION NAME OR <input type="checkbox"/> INDIVIDUAL'S LAST NAME FIRST NAME <input type="checkbox"/> MIDDLE NAME <input type="checkbox"/> SUFFIX CITY <input type="checkbox"/> STATE <input type="checkbox"/> POSTAL CODE <input type="checkbox"/> COUNTRY			
14. MAILING ADDRESS <input type="checkbox"/> CITY <input type="checkbox"/> STATE <input type="checkbox"/> POSTAL CODE <input type="checkbox"/> COUNTRY ADDRESS INFORMATION <input type="checkbox"/> TYPE OF ORGANIZATION <input type="checkbox"/> JURISDICTION OF ORGANIZATION <input type="checkbox"/> CANADA <input type="checkbox"/> USA <input type="checkbox"/> MEXICO <input type="checkbox"/> COMPANY <input type="checkbox"/> INDIVIDUAL <input type="checkbox"/> RD. LIABILITY COMPANY <input type="checkbox"/> DELAWARE <input type="checkbox"/> CANADA <input type="checkbox"/> USA <input type="checkbox"/> MEXICO			
3. SECURED PARTY'S NAME (or NAME & FORM, ADDRESS & NAME OF APPLICANT IF 15 - read only from information (13 or 15))			
<input type="checkbox"/> ORGANIZATION NAME OR Wells Fargo Bank, N.A., as Collateral Control Agent <input type="checkbox"/> INDIVIDUAL'S LAST NAME FIRST NAME <input type="checkbox"/> MIDDLE NAME <input type="checkbox"/> SUFFIX CITY <input type="checkbox"/> STATE <input type="checkbox"/> POSTAL CODE <input type="checkbox"/> COUNTRY			
14. MAILING ADDRESS <input type="checkbox"/> CITY <input type="checkbox"/> STATE <input type="checkbox"/> POSTAL CODE <input type="checkbox"/> COUNTRY 45 Broadway, 14th Floor ADDRESS INFORMATION <input type="checkbox"/> TYPE OF ORGANIZATION <input type="checkbox"/> JURISDICTION OF ORGANIZATION <input type="checkbox"/> CANADA <input type="checkbox"/> USA <input type="checkbox"/> MEXICO <input type="checkbox"/> COMPANY <input type="checkbox"/> INDIVIDUAL <input type="checkbox"/> RD. LIABILITY COMPANY <input type="checkbox"/> DELAWARE <input type="checkbox"/> CANADA <input type="checkbox"/> USA <input type="checkbox"/> MEXICO			
4. THIS FINANCING STATEMENT CONCERN THE FOLLOWING COLLATERAL			

A purchase of or security interest in any collateral described in this Financing Statement will violate the rights of the Secured Party.

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS print and type CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (print)

B. MAIL ADDRESS & BUSINESS TEL. (Name and Address)

Please Return to Michele Nolan
CTCORPORATION
 A WolmarkKrauer Company
 208 South LaSalle Suite 814
 Chicago, IL 60604

DELAWARE DEPARTMENT OF STATE
 U.C.C. FILING SECTION
 FILED 06:07 PM 01/08/2010
 INITIAL FILING # 2010 0073923

SRV: 100035327

THE ABOVE SPACE FOR FILER OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME (insert only one debtor name (a or b) or combination of names)

a. ORGANIZATIONAL NAME

OR **GMAC Residential Holding Company, LLC**

b. INDIVIDUAL NAME

OR **One Meridian Crossings, Suite 100**

c. BUSINESS NAME

OR **One Meridian Crossings, Suite 100**

d. INDIVIDUAL NAME

OR **One Meridian Crossings, Suite 100**

e. INDIVIDUAL NAME

OR **One Meridian Crossings, Suite 100**

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UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS CAREFULLY AND SIGN CAREFULLY

(A) NAME & PHONE OF CONTACT AT PLANT (if any)

(B) MAIL AGREEMENT TO (Name and Address)

Please Return to Michele Nolen

CTCORPORATION

A WoltersKluwer Company
208 South LaSalle Suite 514
Chicago, IL 60604

DELAWARE DEPARTMENT OF STATE
U.C.C. FILING SECTION
FILED 06:07 PM 01/08/2010
INITIAL FILING # 2010 0075873

SWV: 100023816

THE ABOVE SPACE IS FOR PLANT OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - Insert only one name (or 10- character identifier) on line 1a - do not abbreviate or combine names

(A) ORGANIZATION NAME

ON **CMAC-RPC Holdings Company, LLC**

(B) MAILING ADDRESS

TO **ONE MERIDIAN CROSSINGS, SUITE 100**

NAME

STATE

ZIP/POSTAL CODE

CITY

COUNTRY

14. MAILING ADDRESS **NAME** **STATE** **ZIP/POSTAL CODE** **COUNTRY**

ONE MERIDIAN CROSSINGS, SUITE 100 **MINNEAPOLIS** **MN** **55421-3940** **USA**

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UCC FINANCING STATEMENT

/ FOLLOW INSTRUCTIONS (bold) and SIGN CAREFULLY
 (A. NAME & ADDRESS OF CONTRACTOR AT PLANT (continued))

(B. NAME ADDRESS OF CONTRACTOR TO whom and Address)

Please Return to Michele Nolan
CTCORPORATION
 A WomarilLower Company
 208 South LaSalle Suite 614
 Chicago, IL 60604

DELAWARE DEPARTMENT OF STATE
 U.C.C. FILING SECTION
 FILED 06:07 PM 01/08/2010
 INITIAL FILING # 2010 0075832

SRV: 100023810

THE ABOVE INFORMATION IS FOR PUBLIC USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (1a or 1b) - do not abbreviate or combine names

(A. ORGANIZATION NAME)

OR (B. INDIVIDUAL'S NAME)

Homesourcing Financial, LLC

FIRST NAME

MIDDLE NAME

SUFFIX

To: ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

One Meridian Crossings, Suite 100

MINNEAPOLIS

MN

55473-3940

USA

14. JURISDICTION

(A. DEBTOR'S (1a) ORGANIZATION NAME OR (B) INDIVIDUAL'S (1b) NAME

(C. ADDRESS OF ORGANIZATION

(D. ORGANIZATION IS AT/IN)

None

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (2a or 2b) - do not abbreviate or combine names

(A. ORGANIZATION NAME)

OR (B. INDIVIDUAL'S NAME)

To: ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

14. JURISDICTION

(A. DEBTOR'S (1a) ORGANIZATION NAME OR (B) INDIVIDUAL'S (1b) NAME

(C. ADDRESS OF ORGANIZATION

(D. ORGANIZATION IS AT/IN)

None

3. SECURED PARTY'S NAME (Name of Person or Entity that has a security interest in the debtor's assets)

(A. ORGANIZATION NAME)

OR (B. INDIVIDUAL'S NAME)

To: ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

Wells Fargo Bank, N.A. as Collateral Control Agent

14. JURISDICTION

(A. DEBTOR'S (1a) ORGANIZATION NAME OR (B) INDIVIDUAL'S (1b) NAME

(C. ADDRESS OF ORGANIZATION

(D. ORGANIZATION IS AT/IN)

None

45 Broadway, 14th Floor

4. THIS FINANCING STATEMENT covers the following collateral:

All assets of the Debtor, whether now owned or hereafter acquired.

A purchase of or security interest in any collateral described in this Financing Statement will violate the rights of the Secured Party.

5. ALTERNATIVE ORGANIZATION IF APPLICABLE (Name of Person or Entity that has a security interest in the debtor's assets)

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FILED OFFICE COPY -- UCC FINANCING STATEMENT (Form UCC1) (REV. 08/22/03)

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS CAREFULLY

A. NAME & ADDRESS OF CONTINENTAL FILER (if any)

B. DEBTOR ACKNOWLEDGMENT TO: (Name and Address)

Please Return to Michele Nolas
CTCORPORATION
A Wolman/Orwur Company
208 South LaSalle Suite 614
Chicago, IL 60604

DELAWARE DEPARTMENT OF STATE
U.C.C. FILING SECTION
FILED 06:47 PM 01/08/2010
INITIAL FILING 01/08/2010 0076467

SRN: 100024007

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME (must type in all capital letters (A or B) - do not abbreviate or use initials)

1a. ORGANIZATION NAME

SPC Asset Holdings II, LLC

1b. MAILING ADDRESS

One Meridian Crossing, Suite 100

1c. MAILING ADDRESS

1000 Broadway, 14th Floor

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45 Broadway, 14th Floor

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UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS CAREFULLY
 (A) NAME & PHONE OF CONTACT AT PLANT [redacted]

(B) DEDD ACKNOWLEDGEMENT TO: Name and Address

Please Return to Michele Nolan
CTCORPORATION
 A WolmarLever Company
 200 South LaSalle Suite 814
 Chicago, IL 60604

DELAWARE DEPARTMENT OF STATE
 U.C.C. FILINGS SECTION
 FILED 06/07 PM 01/08/2010
 INITIAL FILING # 2010 0076004

SRV: 100023838

THE ABOVE SPACES FOR FILING ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (as at 2a) - do not abbreviate or combine names

(a) ORGANIZATION NAME

ON THE ATTACHED STATEMENT

1a. MAIL ADDRESS	STREET NAME	ZIP CODE	STATE	PHONE
1100 Virginia Drive	Fort Washington	19034	PA	USA
1b. MAIL ADDRESS	STREET NAME	ZIP CODE	STATE	PHONE
1c. MAIL ADDRESS	STREET NAME	ZIP CODE	STATE	PHONE
1d. MAIL ADDRESS	STREET NAME	ZIP CODE	STATE	PHONE

1e. ADDITIONAL ORGANIZATION NAME - Insert only one debtor name (as at 2a) - do not abbreviate or combine names

(b) ORGANIZATION NAME

2a. MAIL ADDRESS	STREET NAME	ZIP CODE	STATE	PHONE
2b. MAIL ADDRESS	STREET NAME	ZIP CODE	STATE	PHONE
2c. MAIL ADDRESS	STREET NAME	ZIP CODE	STATE	PHONE
2d. MAIL ADDRESS	STREET NAME	ZIP CODE	STATE	PHONE

2. SECURED PARTY'S NAME - Insert only one creditor name (as at 3a) - do not abbreviate or combine names

(a) ORGANIZATION NAME

3a. MAIL ADDRESS	STREET NAME	ZIP CODE	STATE	PHONE
3b. MAIL ADDRESS	STREET NAME	ZIP CODE	STATE	PHONE
3c. MAIL ADDRESS	STREET NAME	ZIP CODE	STATE	PHONE
3d. MAIL ADDRESS	STREET NAME	ZIP CODE	STATE	PHONE

4. The Debtor(s) shall observe the following conditions:

See Exhibit A and Annex I attached hereto and made a part hereof for a description of collateral.

A purchase of or security interest in any collateral described in this Financing Statement will violate the rights of the Secured Party.

5. ALTERNATIVE DESIGNATION OF DOCUMENT	STATEMENT	COOPERATION	DISBURSEMENT	DISBURSEMENT	DISBURSEMENT	DISBURSEMENT	DISBURSEMENT
5a. ALTERNATIVE DESIGNATION	STATEMENT	COOPERATION	DISBURSEMENT	DISBURSEMENT	DISBURSEMENT	DISBURSEMENT	DISBURSEMENT
5b. ALTERNATIVE DESIGNATION	STATEMENT	COOPERATION	DISBURSEMENT	DISBURSEMENT	DISBURSEMENT	DISBURSEMENT	DISBURSEMENT
5c. ALTERNATIVE DESIGNATION	STATEMENT	COOPERATION	DISBURSEMENT	DISBURSEMENT	DISBURSEMENT	DISBURSEMENT	DISBURSEMENT
5d. ALTERNATIVE DESIGNATION	STATEMENT	COOPERATION	DISBURSEMENT	DISBURSEMENT	DISBURSEMENT	DISBURSEMENT	DISBURSEMENT

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EXHIBIT C
UCC-3 FINANCING STATEMENTS

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EXHIBIT D
PARTIAL RELEASE OF COLLATERAL

1510464 08048307

PARTIAL RELEASE OF COLLATERAL

(Pledge of MSRs and Additional Assets
Under LOC Loan Facility)

May 14, 2010

We hereby reference (i) the Consent and Direction to Release Collateral, dated May 14, 2010, (the "Direction") provided by Ally Financial Inc. (f/k/a GMAC Inc. f/k/a GMAC LLC) ("Ally Financial") pursuant to Section 12.11(b) of the Amended and Restated Loan Agreement (Senior Debt Loan Agreement), dated as of December 30, 2009 (as amended, supplemented, restated or otherwise modified from time to time, the "Senior Debt Loan Agreement") by and among GMAC Mortgage, LLC ("GMACM"), Residential Funding Company, LLC ("RFC" and, together with GMACM, each a "Debtor" and collectively, the "Debtors"), Residential Capital, LLC, a Delaware limited liability company ("ResCap"), and the various other parties signatory thereto as guarantors, the various other parties signatory thereto as obligors, Ally Financial, as the initial lender and as agent for the lenders (in such capacity, together with its successors and assigns in such capacity, the "Lender Agent"), the financial institutions and other Persons that are or may from time to time become parties thereto as lenders and Wells Fargo Bank, N.A., as first priority collateral agent (in such capacity, the "First Priority Collateral Agent"), attached hereto as Exhibit A; (ii) the Officer's Certificates each dated as of May 14, 2010, attached hereto as Exhibit B (collectively, the "Officer's Certificates"); and (iii) the Legal Opinions each dated as of May 14, 2010, attached hereto as Exhibit C (collectively, the "Legal Opinions"). All capitalized terms used and not otherwise defined herein shall have the respective meanings provided to such terms in the Schedule 1.01 to the Senior Debt Loan Agreement.

The First Priority Collateral Agent and the Collateral Control Agent, as directed by the Lender Agent in the Direction, hereby release and terminate all of their liens and security interests and all of their right, title and interest in and to those certain assets of the Relevant Parties (as defined in the Direction) (as applicable) described on Exhibit D attached hereto (the "Released Collateral") and evidenced by the UCC financing statement(s) attached in the Direction as Exhibit B.

Each of the Second Priority Collateral Agent and the Third Priority Collateral Agent, in reliance upon each of the Officer's Certificates and the Legal Opinions hereby release and terminate all of its liens and security interests and all of its right, title and interest in and to the Released Collateral and evidenced by the UCC financing statement(s) attached in each of the Officer's Certificates as Exhibit B.

Reference made in the exhibits attached hereto to the LOC Loan Agreement shall mean that certain Amended and Restated Loan Agreement (Line of Credit Agreement), dated as of December 30, 2009, as amended, amended and restated, supplemented or otherwise modified from time to time, among RFC and GMACM, as borrowers, ResCap, Passive Asset Transactions, LLC, RFC Asset Holdings II, LLC and certain other affiliates of the Debtors as guarantors, and Ally Financial, as initial lender and as agent for the lenders.

1510477 08048307

Partial Release of Collateral
(MSRs and Additional Collateral Release)

IN WITNESS WHEREOF, the undersigned has executed this Partial Release of Collateral as of the date first set forth above.

Wells Fargo Bank, N.A.,
as First Priority Collateral Agent

By: _____
Name:
Title:

Wells Fargo Bank, N.A.,
as Second Priority Collateral Agent

By: _____
Name:
Title:

Wells Fargo Bank, N.A.,
as Third Priority Collateral Agent

By: _____
Name:
Title:

Wells Fargo Bank, N.A.,
as Collateral Control Agent

By: _____
Name:
Title:

1510477 08048307

*Partial Release of Collateral
(MSRs and Additional Collateral Release)*

EXHIBIT A
CONSENT AND DIRECTION TO RELEASE

1510477 08048307

EXHIBIT B
OFFICER'S CERTIFICATES

1510477 08048307

EXHIBIT B
OFFICER'S CERTIFICATES

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EXHIBIT C
LEGAL OPINIONS

1510477 08048307

EXHIBIT D
RELEASED COLLATERAL

All right, title and interest, in, to, and under, whether now or hereafter existing, owned or acquired and wherever located and howsoever created, arising or evidenced, all of the following:

- (a) all Servicing Rights Collateral and all assets, rights or property related thereto;
- (b) all Subject Mortgage Loans and all assets, rights or property related thereto;
- (c) other payments and rights, in each case if and to the extent evidencing or related to the Servicing Rights Collateral or Subject Mortgage Loans;
- (d) all Deposit Accounts and all Property deposited or carried therein or credited thereto, in each case if and to the extent related to the Servicing Rights Collateral or Subject Mortgage Loans;
- (e) all Securities Accounts and all Property, including all Investment Property and Financial Assets, deposited or carried therein or credited thereto, and all permitted investments acquired with funds on deposit in or carried in or credited to such Securities Accounts, in each case if and to the extent related to the Servicing Rights Collateral or Subject Mortgage Loans;
- (f) to the extent not included in the foregoing, all agreements, contracts, documents and instruments if and to the extent evidencing or related to the Servicing Rights Collateral or Subject Mortgage Loans;
- (g) (i) all books, records, writings, data bases, information and other property relating to or evidencing the Servicing Rights Collateral or Subject Mortgage Loans and (ii) all insurance policies, claims and/or insurance proceeds arising out of the loss, nonconformity or any interference with the use of, or any defect or infringement of rights in, or damage to, any of the foregoing, in each case if and to the extent evidencing or related to the Servicing Rights Collateral or Subject Mortgage Loans;
- (h) to the extent not included in the foregoing, all Accounts, Chattel Paper, Commercial Tort Claims, Deposit Accounts, Documents, General Intangibles (including Payment Intangibles), Goods, Instruments, Investment Property, Letter-of-Credit Rights, Letters of Credit, Supporting Obligations, Money and all other personal assets and property of any kind or description, in each case if and to the extent related to the Servicing Rights Collateral or Subject Mortgage Loans;
- (i) all Proceeds, products, offspring, rents, issues, profits and returns of and from, and all distributions on any of the foregoing; and

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(j) all rights of each Obligor, if any, in the "Pledged Collateral" as defined in the certain Partial Release of Collateral, dated as of March 16, 2009 and in the "Released Collateral" as defined in those certain Partial Releases of Collateral, dated as of July 1, 2009, September 18, 2009 and December 16, 2009, each executed by the First Priority Collateral Agent, the Second Priority Collateral Agent and the Third Priority Collateral Agent.

When used in this exhibit and unless the context otherwise requires, (a) capitalized terms which are not otherwise defined in this exhibit have the meanings assigned to such terms in the LOC Loan Agreement, the LOC Security Agreement or the Fourth Security Agreement, as applicable; (b) unless otherwise defined in this exhibit, the terms Account, Chattel Paper, Commercial Tort Claims, Deposit Account, Document, Financial Assets, Goods, Instrument, Investment Property, Letter of Credit, Letter-of-Credit Rights, Money, Payment Intangibles, Proceeds, Securities Account and Supporting Obligations have the respective meanings assigned thereto in Article 8 or Article 9 of the UCC (as defined below).

First Priority Collateral Agent means Wells Fargo Bank, N.A. as first priority collateral agent under Senior Debt Loan Agreement.

Fourth Security Agreement means the Amended and Restated Pledge and Security Agreement and Irrevocable Proxy, dated as of December 30, 2009, among the grantors party thereto and Ally Financial Inc. (f/k/a GMAC Inc. f/k/a GMAC LLC).

General Intangibles means, with respect to any Relevant Party, all of such Relevant Party's respective "general intangibles" as defined in the UCC and, in any event, includes (without limitation) all of such Relevant Party's respective licenses, franchises, tax refund claims, guarantee claims, security interests and rights to indemnification.

LOC Security Agreement means the Security Agreement (as defined in the LOC Loan Agreement).

Mortgage File means, with respect to any Mortgage Loan, a file or files pertaining to such Mortgage Loan that contains the mortgage documents pertaining to such Mortgage Loan and any additional mortgage documents pertaining to such Mortgage Loan required by the Lender Agent.

Property means any interest in any kind of property or asset, whether real, personal or mixed, or tangible or intangible, including, without limitation, cash, securities, accounts and contract rights.

Relevant Party means any party signatory to the Request for Collateral Release (Pledge of MSRs and Additional Assets Under LOC Loan Facility) dated May 14, 2010.

Second Priority Collateral Agent means Wells Fargo Bank, N.A. as second priority collateral agent under the 2010 Indenture (as defined in the Senior Debt Loan Agreement).

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Servicing Contract means any agreement, whether titled a "servicing agreement," a "pooling and servicing agreement," a "sale and servicing agreement," or otherwise, pursuant to which either RFC or GMACM is obligated to perform collection, enforcement or foreclosure services with respect to, or to maintain and remit any funds collected from persons obligated on any mortgage loan or pool of mortgage loans; provided, however that "Servicing Contracts" shall not include any such agreements (a) entered into with the Government National Mortgage Association, the Federal National Mortgage Association or the Federal Home Loan Mortgage Corporation, (b) identifying mortgage loans or pools of mortgage loans owned by either RFC or GMACM or (c) identifying any mortgage loans or pools of mortgage loans transferred (whether absolutely or for security) pursuant to a master repurchase agreement to which either RFC or GMACM is a party.

Servicing Rights means each of RFC's and GMACM's right, title and interest in, to and under each Servicing Contract, whether now or hereafter existing, acquired or created, whether or not yet accrued, earned, due or payable, as well as all other present and future right and interest under such Servicing Contract, including, without limitation, the right (i) to receive the Servicing Fee income (including without limitation, any Uncollected Fees), (ii) to receive reimbursement for any Advances, (iii) any and all Ancillary Income, (iv) to hold and administer the Related Escrow Account Balances, (v) to hold and administer, in accordance with the applicable Servicing Contract, the Related Principal and Interest Custodial Account, the Custodial File, and the Mortgage File arising from or connected to the servicing of such Mortgage Loan and (vi) all proceeds, income, profits, rents and products of any of the foregoing; but with respect to (i)-(vi) above specifically excluding the Excluded Collateral.

Servicing Rights Collateral means (i) the Servicing Rights whether or not yet accrued, earned, due or payable as well as all other present and future rights and interests of RFC or GMACM, as applicable, in such Servicing Rights, (ii) the Servicing Contracts and all rights and claims thereunder, (iii) all books and records, including computer disks and other records, related to the foregoing (but excluding computer programs) and (iv) all monies due or to become due with respect to the foregoing and all Proceeds of the foregoing, but with respect to (i)-(iv) above specifically excluding the Excluded Collateral.

Subject Mortgage Loan means any Mortgage Loan (a) which is identified in a Mortgage Schedule delivered under the LOC Loan Agreement, (b) the carrying value of which is included in the calculation of the borrowing base included in a borrowing base report or a monthly collateral report under the LOC Loan Agreement or (c) which is indicated in a Relevant Party's books and records as having been pledged to the Lender Agent.

Third Priority Collateral Agent means Wells Fargo Bank, N.A. as third priority collateral agent under the 2015 Indenture (as defined in the Senior Debt Loan Agreement).

UCC means the Uniform Commercial Code as in effect from time to time in the State of New York.